

No. Lor Gor. 036/2024

November 12, 2024

President

The Stock Exchange of Thailand

Re : Transaction to purchase the ordinary shares from connected person

Dear Sir,

The Board of Directors' meeting no. 9/2024 of Thai Wacoal Plc., held on November 12, 2024, resolved to approve the purchase of ordinary shares in E-Commerce Digital Thai Holding Co., Ltd. from I.D.F. Co., Ltd., who is a connected person to the company, according to the details as follows:

(1) Transaction date : Within November, 2024

(2) Transaction parties involved

Purchaser : Thai Wacoal Plc.

Seller : I.D.F. Co., Ltd. a connected person to the company

(3) Details of connected parties and relationship nature

: Saha Pathana Inter-Holding Plc. concurrently served as major shareholding party in both companies, with the details as follows :

Major shareholding party	Shareholding ratio	
	Thai Wacoal Plc.	I.D.F. Co., Ltd.*
Saha Pathana Inter-Holding Plc.	23.06%	10.95%

Remark : * Including the total shareholding percentage in the company, both direct and indirect.

(4) General transaction description : Acquired ordinary shares of E-Commerce Digital Thai Holding Co., Ltd. for the number of 200,000 shares, at Baht 100.00* per share, for total amount of Baht 20,000,000.-, from I.D.F. Co., Ltd., who is a connected person to the company.

Remark : * The negotiated price

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- (5) Purpose of transaction : 1. To invest in a company engaged in the business of investing in E-commerce, which is a sector with promising growth potential in the future.
2. To utilize the company's available cash flow and earn returns through dividends.

(6) Details of acquired assets

- Company's Name : E-Commerce Digital Thai Holding Co., Ltd. (EDTH)
Type of business : E-Commerce
Issued and paid-up share capital : Baht 200,000,000 classified into 2,000,000 ordinary shares, with par value of Baht 100 per share
Book value : Baht 101.71 / share (as of September 30, 2024)
Purchasing price : Baht 100.00 / share
Amount paid : Baht 20,000,000
Pre-transaction shareholding level : - None -
Post-transaction shareholding level : 200,000 shares, accounting for 10.00% of the issued and paid-up share capital.

- (7) Source of Fund : From the company's working capital

(8) General description of connected transaction

- Type of transaction : Transactions relating to assets and services
Transaction volume : Baht 20,000,000.-
Above transaction came under the scope of connected transactions for listed companies as specified in The Notification of The Capital Market Supervisory Board No. Tor Chor. 21/2551, regarding rules on connected transactions provided as transactions relating to assets and services having transaction volume of over Baht 1 million but less than Baht 20 million, or more than 0.03% but less than 3% of net tangible assets (NTA), whichever may be greater. Such 0.03% of NTA value by the company as of September 30, 2024, stood at Baht 1.53 million,

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as against 3% of said NTA of Baht 153.14 million. Accordingly, said transaction volume warranted the company to seek approval from The Board of Directors and to report said information to the SET, without having to seek further approval from the shareholders' meeting.

The combination of transaction

size for the past 6 months : There is no such type of transaction.

(9) Acquisition and disposition of assets

Transaction volume : When combining with the asset acquisition during the past 6 months, the total transaction size is below 15%. Accordingly, the company is not required to disclose information in compliance with the notification of acquisition or disposal of assets for listed companies.

(10) For said Board of Directors' meeting, the director (s) with possible conflict of interests, and/or the director (s) serving as connected parties, did not attend nor were eligible to cast votes at said meeting.

Name	Position	
	Thai Wacoal Plc.	I.D.F. Co., Ltd.
Mr. Thamarat Chokwatana	Director	Director

(11) Opinion by The Board of Directors :

The Board of Directors approved the company to enter into the transaction to purchase ordinary shares of E-Commerce Digital Thai Holding Co., Ltd. from I.D.F. Co., Ltd., for the number of 200,000 shares at Baht 100 per share, amounting to a total of Baht 20,000,000. The purpose of this transaction is to invest in a company engaged in the business of investing in E-commerce, which is a sector with promising growth potential in the future and utilize the company's available cash flow and earn returns through dividends. In order that based on relevant favourable prices and conditions.

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(12) Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors : - None -

The company hereby reports to the SET accordingly.

Faithfully yours,

Boondee Amnuayskul

(Mr. Boondee Amnuayskul)

Chief Executive Officer and Managing Director